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SURFACE TRANSPORTATION BOARD



August 8, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment of Lease dated June 29, 2011 between the following parties:

Assignee: Infinity Transportation, LLC  
1355 N. Peachtree Street, Suite 750 South Tower  
Atlanta, GA 30309

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (77) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment of Lease dated June 29, 2011 related to seventy seven (77) railcars bearing reporting marks: TODX 400-499, sporadic.

Please file this as a secondary document under Recordation Number 29791-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 29791. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

A handwritten signature in cursive script that reads 'Julie Woodard'.

Julie Woodard  
Documentation Coordinator

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**MEMORANDUM OF  
ASSIGNMENT OF LEASE****SUBRAIL TRANSPORTATION BOARD**

This Memorandum of Assignment of Lease ("Memorandum") made and entered into as of June 29, 2011 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **INFINITY TRANSPORTATION, LLC**, a Delaware limited liability company ("Assignee").

**WITNESSETH:**

1. Pursuant to a Purchase and Sale Agreement dated as of June 29, 2011 between Assignor and Assignee, Assignor has assigned to Assignee that certain lease agreement specified on Schedule I attached hereto between Assignor, as Lessor, and the Lessee, for the railcars bearing the railroad reporting markings also set forth on Schedule I.
2. This Memorandum of Assignment of Lease shall be effective as of the date first set forth below.
3. The terms and provisions of the lease and the assignment are more particularly set forth in the lease agreement and purchase and sale agreement referenced above.
4. This Memorandum may be signed in two or more counterparts (and by different parties on separate counterparts), and any signed counterpart shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee.

**THE DAVID J. JOSEPH COMPANY**

By: Kelly C. Poellein  
Name: Kelly C. Poellein  
Title: Vice President, Finance - Brokerage

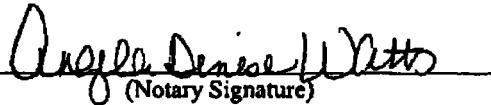
**INFINITY TRANSPORTATION, LLC**

By: Jeffrey E. Edelman  
Jeffrey E. Edelman, President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON         )

On this 29<sup>th</sup> day of June, 2011, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C Poellein, to me personally known, who stated and acknowledged that she is the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29<sup>th</sup> day of June, 2011.

  
(Notary Signature)

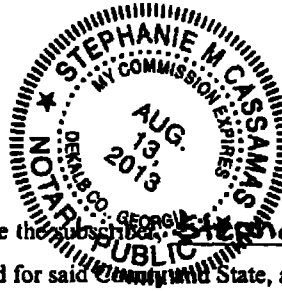
My commission has no expiration.

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF

COUNTY OF

) SS:



On this 30<sup>th</sup> day of June, 2011, before me the undersigned, Stephanie M. Cassano Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jeffrey E. Edelman, to me personally known, who stated and acknowledged that he is the President of Infinity Transportation, LLC, a Delaware limited liability company, and duly authorized by authority of the Members or operating agreement of said company in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said company and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said company, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30<sup>th</sup> day of June, 2011.

  
(Notary Signature)

My commission expires:

Stephanie M. Cassano

**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT OF LEASE**

**CARS**

Seventy-seven (77) railcars bearing TODX reporting marks and the following car numbers:

400	435	469
401	436	470
402	437	471
403	438	472
407	439	473
408	440	474
410	441	475
411	442	476
414	443	478
415	444	479
416	447	480
417	449	481
418	450	482
419	451	483
421	452	485
422	453	486
424	455	487
425	456	489
427	457	490
428	458	491
429	461	492
430	462	493
431	463	497
432	464	498
433	466	499
434	467	

**LEASE:**

Railroad Equipment Lease dated April 5, 2011, between The David J. Joseph Company, as lessor, and Franklin Industries Inc., as lessee

Lease Guaranty Agreement dated April 18, 2011, executed by Lhoist North America, Inc., as guarantor, in favor of The David J. Joseph Company

Acceptance Certificate dated June 24, 2011, executed by Franklin Industries Inc.